

BYLAWS OF
SONOMA COUNTY PUREBRED
SHEEP BREEDERS' ASSOCIATION

"A social organization for everyone interested in sheep-related activities"

The mission of the Association is to promote all aspects of the sheep industry.

I

Principal Office

1.1 Principal Office. The principal office of the SONOMA COUNTY PUREBRED SHEEP BREEDERS' ASSOCIATION is fixed and located at the office of the Secretary, Sonoma County, California. The Board of Directors is granted full power and authority to change the principal office from one location to another in the county. Any change shall be noted by the Secretary opposite this article but shall not be considered an amendment of these Bylaws.

1.2 In accordance with the California Nonprofit Corporation Law (effective January 1, 1980), the SONOMA COUNTY PUREBRED SHEEP BREEDERS' ASSOCIATION belongs in the category of a Nonprofit Mutual Benefit Corporation.

II

Members

2.1 Classification. There shall be one class of members of the Association.

2.2 Eligibility. Any party with an interest in sheep, which agrees to be bound by the Articles and Bylaws of the Association as now in effect or as they may be hereafter amended, is eligible for membership in the Association.

2.3 Qualifications of Members. A membership may be held by an individual, family, partnership, association or corporation.

2.4 Fees. Every party becoming a member of the Association shall pay the membership fee in effect at the time. This is the first year dues.

2.5 Dues. Every member shall pay a membership an annual fee. The Board of Directors shall determine the amount. Dues become payable at the start of each calendar year of the Association.

2.6 Dues Due Date. Annual dues are due and payable on the first day of each calendar year and are delinquent on the 30th day after they become due.

2.7 Transfer of Membership. No membership is transferable.

2.8 Admission to Membership Procedure. All parties interested in promoting the sheep industry will be admitted to membership.

2.9 Voting. All members whose dues are paid shall have one vote per membership. There shall be no proxy voting.

2.10 Termination of Membership. The Board of Directors shall adopt reasonable Rules and Regulations for refusing to accept membership dues. The member must have notice of the proposed action and a reasonable opportunity to be heard before a special committee or duly appointed officer. In general, the procedure must be fair and reasonable, and it must be followed in every case except on the death or resignation of the member.

2.11 Property Rights. On any termination, any right, title, or interest of the member in the Association or to the property and assets, shall cease.

2.12 Rights on Dissolution. In the event of the dissolution of the Association, the assets on hand shall after the payment of debts of the Association be paid to a corporation or corporations, as the Board of Directors shall determine which is tax exempt under the provisions of the IRS Section 501 and 23701 of the Revenue and Franchise Tax Code as an educational organization.

III

Member Meetings

3.1 Annual Meeting Date. The annual meeting of members of the Association shall be held in September of each year at the principal office of the Association or at such other place as the Board shall determine 21 days prior to the annual meeting.

3.2 Special Meetings. Special meetings of the members of the Association shall be called by the President or two (2) members at any time. In any event there shall not be less than three (3) membership meetings each year at such times, and places as the Board of Directors shall determine.

3.3 Notice. Written notice of all meetings of members shall be mailed postpaid to each member at least seven (7) days in advance of the meeting directed to the member as shown on the records of the Association.

3.4 Quorum. A quorum of members shall consist of not less than five (5) members whose dues are paid.

IV

Directors

4.1 Number, Qualification and Election. The authorized number of Directors of the Association shall be eight (8); two of the Directors will be elected by the members as the Secretary and Treasurer.

4.2 Term. At the first annual meeting of the members, three (3) Directors shall be elected for (1) year, three Directors shall be elected for two (2) years, and two Directors shall be elected for three (3) years. Following the first election, two to three (2 to 3) Directors shall be elected each year for three (3) years.

4.3 Vacancy. A vacancy in the Board of Directors caused by death, resignation, disability, or removal of a Director shall be filled by a majority vote of the remaining Directors or by the sole remaining Director.

4.4 Meetings of the Board of Directors. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business.

Regular meetings of the Board of Directors shall be held without call at any place within the county of Sonoma which has been designated by resolution of the Board of Directors or by written consent of all members of the Board of Directors. In the absence of such designation, the regular meetings shall be held at the principal office of the Association.

4.5 Special Meeting. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he is absent or unable or refuses to act, by the Vice President or any two Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or other form of written notice. Provided however that notice may be waived if a quorum is present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof.

4.6 Powers of the Board. Subject to the limitation of the Articles of Incorporation and of the General Nonprofit Corporation Law of California, an action to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to these general powers but subject to the same limitations, it is expressly declared that the Directors shall have the following powers:

(a) To appoint and remove all officers, agents and employees of the Association except the Secretary and Treasurer, and to prescribe powers and duties for officers,

agents, and employees of may not be inconsistent with law, with the articles of incorporation, or with the Bylaws, as they may deem best.

(b) To conduct, manage, and control the affairs and business of the Association, and to make such rules and regulations as are not inconsistent with law, with the articles of incorporation, or with the Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem best, provided the seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the Association and, for that purpose, to cause to be executed and delivered in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt, and securities for them.

(e) To manage in the manner they may deem best all funds and property, real and personal, received, acquired, or earned by the Association, and to distribute or dispense them.

V

Officers

5.1 Officers. The officers of the Association shall be a President, a Vice President, and a Secretary and chief financial officer (the chief financial officer shall also be known as Treasurer) each of whom must be chosen from the membership of the Board of Directors of the Association except the Secretary and Treasurer who shall be chosen by the membership of the Association. The Association may also have such other officers, who need not be Directors, as may be appointed by the Board of Directors. A person may hold two or more offices, except those of President and Secretary and Treasurer.

5.2 Election. The officers, except the Secretary and Treasurer, shall be chosen annually by the Board of Directors at the meeting of the board held immediately following the annual meeting of members, or after any special meeting held in lieu of the annual meeting. Each officer shall hold his office until he or she shall resign, be removed by the Board of Directors, or otherwise be disqualified to serve, or until his or her successor shall be elected and qualified.

5.3 Vacancies. Any officer may resign, or may be removed with or without cause, by the Board of Directors at any time. Vacancies caused by death, resignation or removal of an officer may be filled by appointment by the Board of Directors.

5.4 President. The President shall be the executive officer of the Association and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the affairs of the Association. He or she shall preside at all meetings of

members and at all meetings of the Board of Directors. At the annual meeting of the members he or she shall make a report of the general business of the Association during the previous year. The President shall nominate all standing committees in accordance with these Bylaws, subject to the approval of the Board of Directors, and shall be an ex officio member of all committees.

5.5 Vice President. The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the President.

5.6 Secretary. The Secretary shall keep at the principal office of the Association a book of minutes of all meetings of the Directors and of the members. He or she shall maintain a membership book for the Association showing the name and address of each member and other relevant information related to the member. He or she shall conduct the official correspondence of the Association and shall perform such other duties as may be designated by the Board of Directors.

5.7 Chief Financial Officer (also known as Treasurer). The Treasurer shall have general charge of the financial records and accounts of the Association and shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association and an account of its cash and other assets. It shall be the responsibility of the Treasurer to issue, or cause to be issued, to each member of the Association a statement of dues and other indebtedness owed by him or her in accordance with these Bylaws. The Treasurer shall deposit all monies of the Association with such depositaries as are designated by the Board of Directors, and shall disburse the funds of the Association as may be ordered by the Board of Directors. He or she shall render to the President or Board of Directors on request statements of the financial condition of the Association, provided that statements shall be rendered at least yearly. He or she shall prepare an annual budget under the direction of the Board and submit it to the membership for approval at each annual meeting in September.

5.8 Records. All records maintained for the Association shall remain the property of the Association and transferred to the incumbent Board.

VI

Committees

6.1 Committees. The President shall, immediately after his or her election each year, appoint, subject to confirmation by the Board of Directors, the standing committees and such other committees as the Board determines. The President shall be an ex officio member of each committee. The members of each such committee shall serve until their resignation, their removal by the Board of Directors, or the next annual meeting of regular members of the Association, whichever first occurs.

VII

Miscellaneous

7.1 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of an on behalf of the Association, and this authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors no officer, agent, or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

7.2 Location of Bylaws. The Association shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members by appointment.

7.3 Robert's Rules of Order. The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Association, except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or Bylaws of the Association or provisions of law.

VIII

Amendments to Bylaws

8.1 Amendments. These Bylaws may be amended by the vote or written assent of a majority of the members or the vote of a majority of a quorum of the regular members, at a meeting called for that purpose.

SONOMA COUNTY PUREBRED SHEEP BREEDERS' ASSOCIATION

Bylaws Amended November 14, 1980, January 23, 1993, May 6, 1995, and March 2003.